



JAY SHREE TEA & INDUSTRIES LTD.

Registered Office: "Industry House" 15th Floor, 10, Camac Street, Kolkata - 700 017

CIN: L15491WB1945PLC012771 • Website: www.jayshreetea.com

Email: shares@jayshreetea.com • Phone: 033-22827531-4 • Fax: 033-22827535



B K BIRLA GROUP OF COMPANIES

NOTICE

To the Shareholders

Notice is hereby given that the Seventieth Annual General Meeting of the Company will be held on Friday, the 5th August, 2016 at 1.00 P.M. at "Kala Kunj" 48, Shakespeare Sarani, Kolkata 700 017 to transact the following businesses:

ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements for the Financial Year ended 31.03.2016 and the Reports of the Board of Directors and Auditors thereon.
2. To consider declaration of dividend by the Company, as recommended by the Board of Directors for the Financial Year ended March 31, 2016.
3. To appoint a Director in place of Mr. Vikash Kandoi (holding DIN-00589438), who retires by rotation and is eligible for re-appointment.
4. (a) To ratify appointment of M/s. Singhi & Co., Chartered Accountants, Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

(b) To appoint M/s Jitendra K Agarwal & Associates, Chartered Accountants (Firm Registration No.- 318086E) as Joint

Auditors of the Company for the year 2016-17 and to hold office from the conclusion of this Annual General Meeting until the conclusion of the 75th Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS :

5. Approval of the remuneration of the Cost Auditor of the Company for the year 2016-17

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Cost Auditor appointed by the Board of Directors of the company to conduct the audit of cost records for the year 2016-17 be paid the remuneration as set out in the statement annexed hereto."

"RESOLVED FURTHER THAT the Board is hereby authorized to do all acts and take all steps to give effect to the above resolution."

Registered & Head Office :

"Industry House"

10, Camac Street, Kolkata 700 017

Dated, the 3rd May, 2016

By Order of the Board

For **JAY SHREE TEA & INDUSTRIES LIMITED**

R. K. Ganeriwala

(President, CFO & Secretary)

NOTES :

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORMS SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF THE MEMBERS

NOT EXCEEDING FIFTY(50) AND HOLDING AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- b) To ensure smooth transition of statutory auditors as per the requirements of the Companies Act, 2013 M/s Jitendra K Agarwal & Associates, Chartered Accountants are being appointed as Joint Auditors for the year 2016-17 and to hold office from the conclusion of this meeting upto the conclusion of 75th Annual General Meeting of the Company.
- c) The Equity Share Transfer Registers will remain closed from 29.07.2016 to 05.08.2016 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
- d) The dividend on Equity Shares as recommended by the Board, if declared, will be payable on or after 5th August, 2016 to those members whose names appear on the Register of Members of the Company as on 5th August, 2016 or to their mandates. In respect of dematerialized shares, the dividend will be payable on the basis of beneficial ownership details to be furnished by NSDL and CDSL for the purpose.
- e) Members are requested to intimate before hand to the Company query/ies, if any, regarding these accounts/notice at least ten days before the meeting to enable the management to keep the required information readily available at the meeting.
- f) Pursuant to Section 205A (5) of the Companies Act, 1956 (as amended) any money transferred to the unpaid dividend account of a Company remaining unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to Investor Education and Protection Fund and thereafter no claims shall lie against the fund or the Company. So, you are advised to claim the same from the Company immediately. The due dates of transfer of the following dividend to the Fund are as under :

Dividends for the year	Date of declaration of dividend	Due date of transfer to the Fund
2008-2009	29.06.2009	2nd August, 2016
2009-2010	25.06.2010	30th July, 2017
2010-2011	22.09.2011	26th October, 2018
2011-2012	25.07.2012	29th August, 2019
2012-2013	29.07.2013	3rd September, 2020
2013-2014	01.08.2014	4th September, 2021
2014-2015	04.08.2015	8th September, 2022

- g) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2007-08, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and

unclaimed dividends lying with the Company as on August 4, 2015 (date of last Annual General Meeting) on the website of the Company(www.jayshreetea.com), as also on the website of the Ministry of Corporate Affairs.

- h) The Company's shares are enlisted with NSDL and CDSL for participation into Electronic Depository System operated by them. Its shares are compulsorily to be traded in Electronic Form and the security bears Code No.INE 364A01020.
- i) Members are requested to notify immediately change of address, if any, to the Company in case shares are held in physical form or to the DPs, where the account is maintained, if held in demat form.
- j) The members who have not yet registered their e-mail address are requested to do so to support the green initiative in the Corporate Governance
- k) Information about the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015:

Mr. Vikash Kandoi

Mr. Vikash Kandoi, is one of the Directors of the Company since 29th, July 2008. He has been looking after day to day affairs of the Company and is helping in various ways to improve its performance. Mr.Vikash Kandoi, aged about 39 years, holding 1126 shares, is a Chartered Accountant. He has experience in the overall business management and contributes effectively in guiding the company towards the path of success.

Directorships held in other companies: Amstron Packaging Pvt. Ltd.

- (l) In compliance of provisions of Section 108 and Rule 20 of the Companies (Management and Administration) Rules, 2015, the company is pleased to provide members facility to exercise their right to vote at the 70th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by CDSL.

The Company has signed an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their vote electronically.

e-Voting Procedure

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 2nd August, 2016 at 9:00 A.M. (IST) and ends on 4th August, 2016 at 5:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29th July, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot

paper shall be made available at the Annual General Meeting and the members as on the "cut-off date", i.e 29th July, 2016 attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders".
- (iv) Now Enter your User ID
- (vii) If you are a first time user follow the steps given below :

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA0000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ▪ If both the details are not recorded with the depository or company please enter the member ID/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for JAY SHREE TEA & INDUSTRIES LTD. on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to

helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

- (m) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
- (n) The Board of Directors of the Company at their meeting held on 3rd May, 2016 has appointed Mr. A.K.Labh, Practicing Company Secretary (FCS-4848/CP-3238 of M/s A.K.Labh & Co., Company Secretaries, Kolkata) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is : aklabhcs@gmail.com
- (o) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than

three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared will be communicated to the stock exchanges and will also be hosted on the website of the company www.jayshreetea.com.

- (p) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e August 5, 2016.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. D. Sabyasachi & Co., Cost Auditors to audit cost records of tea, chemicals and sugar units of the company for the financial year ending 31st March 2017 at a remuneration of ₹ 100000/- (Rupees One lac only).

As per Section 148 of the Act, the remuneration payable as above is to be ratified by the shareholders. Accordingly, the consent of the members is sought for passing the said resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No.5.

The Board recommends the resolution for your approval.

Registered & Head Office :

"Industry House"

10, Camac Street, Kolkata 700 017

the 3rd day of May, 2016

By Order of the Board
For **JAY SHREE TEA & INDUSTRIES LIMITED**

R. K. Ganeriwala

(President, CFO & Secretary)

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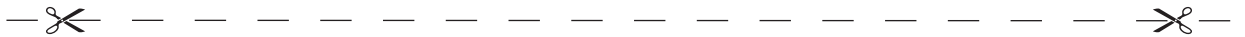
ATTENDANCE SLIP

Name of the Member(s) :
Registered Address :
FolioNo /Client ID No. & DP ID
No. of Share(s) held

I/We hereby record my/our presence at the **70th Annual General Meeting of Jay Shree Tea & Industries Ltd. held on Friday, the 5th August, 2016 at 1.00 p.m. at "Kala Kunj", 48, Shakespeare Sarani, Kolkata 700 017**

..... Name of the Shareholder/Proxy (in capital letters) Signature of Shareholder/Proxy
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Note : Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip properly and hand it over at the entrance of the meeting venue.



JAY SHREE TEA & INDUSTRIES LTD.

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

70th Annual General Meeting to be held on Friday, the 5th August, 2016 at 1.00 p.m. at "Kala Kunj", 48, Shakespeare Sarani, Kolkata 700 017

Name of the Member(s) :
Registered Address :
E-mail ID :
FolioNo /Client ID No. & DP ID

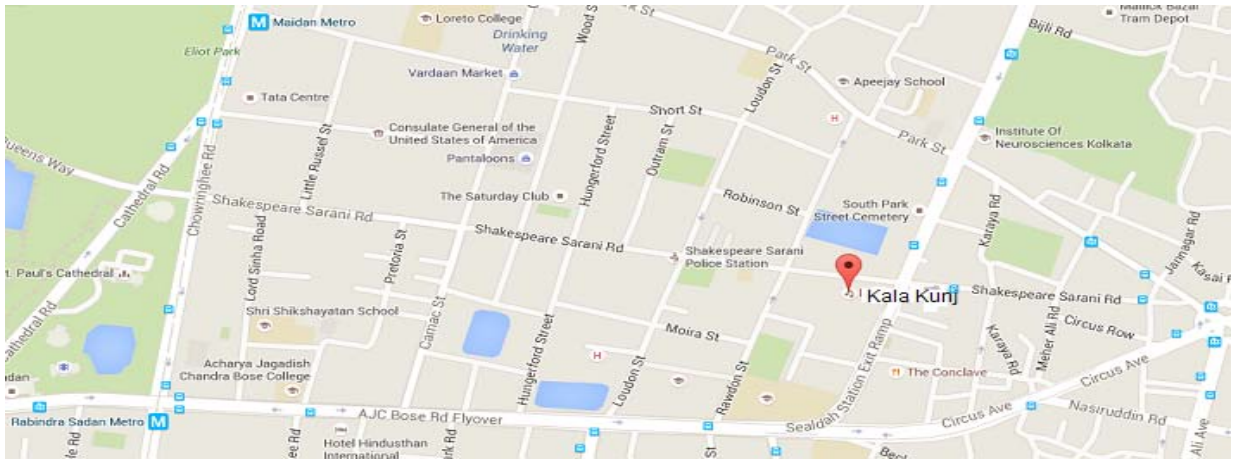
I/We, being the member(s) of Shares of the above named company, hereby appoint

1. Name :
Address :
E-mail Id : Signature:, or failing him
2. Name :
Address :
E-mail Id : Signature:, or failing him
3. Name :
Address :
E-mail Id : Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 70th Annual General Meeting of the Company, to be held on Friday, the 5th August, 2016 at 1.00 p.m. at "Kala Kunj" 48, Shakespeare Sarani, Kolkata 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below :

P.T.O.

Venue of the Meeting
 "Kala Kunj", 48 Shakespeare Sarani, Kolkata-700 017



Resolution No.	Particulars	Optional	
		For	Against
Ordinary Business			
1	Adoption of Annual Financial Statements for the year ended March 31, 2016		
2	Approval of Dividend		
3	Re-appointment of Mr. Vikash Kandoi, who retires by rotation.		
4(a)	Ratification of appointment of M/s Singhi & Co., Chartered Accountants, Statutory Auditors of the Company.		
(b)	Appointment of M/s Jitendra K Agarwal & Associates, Chartered Accountants, as Joint Auditors for the year 2016-17 and to hold office from the conclusion of this Annual General Meeting until the conclusion of 75 th Annual General Meeting		
Special Business			
5	Approval of the remuneration of the Cost Auditor for the year 2016-17		

Signed this day of 2016.

Signature of Shareholder :

Signature of Proxy holder(s):

Affix Revenue Stamp

- Note :**
1. **This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
 2. **A Proxy need not be a member of the Company.**
 3. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 70th Annual General Meeting.
 4. A person can act as a proxy on behalf of member(s) not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not acts as a proxy for any other person or shareholder.